

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WEBSTREET.COM, INC.", CHANGING ITS NAME FROM "WEBSTREET.COM, INC." TO "WEB STREET, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 1999, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9915965

DATE: 08-11-99

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REEL: 002044 FRAME: 0492

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 08/11/1999
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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
WEBSTREET.COM, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is


WebStreet.com, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article One (1) thereof and by substituting in lieu of said Article the following new Article One (1):

The name of the Corporation (hereinafter called the "Corporation") is Web Street, Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware (the "DGCL"), and written notice to stockholders has been given as provided in Section 242 of the DGCL.

Signed on August 10, 1999 at Deerfield, Illinois.


Stuart A. Cohn
Executive Vice President and
Secretary

RECORDED: 02/28/2000

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